

•SDNY (Rev. 10/2006) Pro Hac Vice Motion to Admit Counsel

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re
LIONEL L.L.C. et al,

Debtors.

MIKE'S TRAIN HOUSE, INC.,

Appellant,

-against-

Chapter 11

Case No. 04-17324 (BRL)
(Jointly Administered)

07 Civ. 7946(RMB)
(Bankruptcy Appeal)

MOTION TO ADMIT COUNSEL

PRO HAC VICE

LIONEL L.L.C. and LIONTECH
COMPANY, Debtors and Debtors in Possession,
and OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF
LIONEL L.L.C.

Appellees.

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the

Southern and Eastern Districts of New York, I, Alec P. Ostrow a member in good standing of the bar of this Court,
hereby move for an Order allowing the admission pro hac vice of

Applicant's Name:	Robert A. Swift
Firm Name:	Kohn, Swift & Graf, P.C.
Address:	Suite 2100, One South Broad Street
City/State/Zip:	Philadelphia, PA 19107
Phone Number:	215 238-1700
Fax Number:	215 238-1968

Robert A. Swift is a member in good standing of the Bar of the Commonwealth of Pennsylvania and of the United States Supreme Court, US Court of Appeals for the First Circuit, Second Circuit, Third Circuit, Sixth Circuit, Seventh Circuit, Ninth Circuit, US District Courts of Eastern District and Western Districts of Pennsylvania, Eastern District of Michigan, District of Colorado and US Court of Federal Claims.

There are no pending disciplinary proceeding against Robert A. Swift in any State or Federal court.

Dated: September 20, 2007

City, State: New York, New York

Respectfully submitted,

Sponsor's	Alec P. Ostrow
SDNY Bar	AO-3104
Firm Name:	Stevens & Lee, P.C.
Address:	485 Madison Avenue, 20th Floor
City/State/Zip:	New York, NY 10022
Phone Number:	212-319-8500
Fax Number:	212-319-8505

SDNY (Rev. 10/2006) Pro Hac Vice Sample Affidavit

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re
LIONEL L.L.C. et al,

Debtors.

MIKE'S TRAIN HOUSE, INC.,

Appellant,

-against-

LIONEL L.L.C. and LIONTECH
COMPANY, Debtors and Debtors in Possession,
and OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF
LIONEL L.L.C.

Appellees.

Chapter 11

Case No. 04-17324 (BRL)
(Jointly Administered)

07 Civ. 7946(RMB)
(Bankruptcy Appeal)

**AFFIDAVIT OF
ALEC P. OSTROW
IN SUPPORT OF MOTION
TO ADMIT COUNSEL
PRO HAC VICE**

State of New York)
County of New York) ss.

Alec P. Ostrow, being duly sworn, hereby deposes and says as follows:

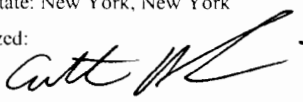
1. I am a shareholder at Stevens & Lee, P.C. counsel for the Appellant in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Plaintiff's motion to admit Robert A. Swift as counsel pro hac vice to represent Plaintiff in this matter.
2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in the state of New York on January 12, 1981. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. I have known Robert A. Swift since 2006.
4. Mr. Swift is a Senior Member at Kohn, Swift & Graf, P.C., in Philadelphia, Pennsylvania.
5. I have found Mr. Swift to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.
6. Accordingly, I am pleased to move the admission of Robert A. Swift, pro hac vice.
7. I respectfully submit a proposed order granting the admission of Robert A. Swift, pro hac vice, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit Robert A. Swift, pro hac vice, to represent Plaintiff in the above captioned matter, be granted.

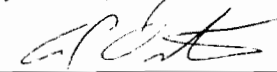
Dated: September 20, 2007

City, State: New York, New York

Notarized:


CONSTANTINE D. POURAKIS
NOTARY PUBLIC, State Of New York
No. 02PO6054338
Qualified in Nassau County
Commission Expires January 29, 2011

Respectfully submitted,


Alec P. Ostrow (AO-3104)

SDNY Form Web 10/2006

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X	
In re	: Chapter 11
LIONEL L.L.C., et al.,	: Case No. 04-17324 (BRL)
	: (Jointly Administered)
Debtors.	:

-----		X
MIKE'S TRAIN HOUSE, INC.,	:	07 Civ. 7946 (RMB)
	:	(Bankruptcy Appeal)
Appellant,	:	
-against-	:	
LIONEL L.L.C. and LIONTECH	:	
COMPANY, Debtors and Debtors in	:	
Possession, and OFFICIAL COMMITTEE	:	
OF UNSECURED CREDITORS OF	:	
LIONEL L.L.C.,	:	
Appellees.	:	

COMMONWEALTH OF PENNSYLVANIA)
) ss:
COUNTY OF PHILADELPHIA)

ROBERT A. SWIFT, being duly sworn, deposes and states:

1. I am a senior member of the law firm of Kohn, Swift & Graf, P.C. which has its office at One South Broad Street, Philadelphia, Pennsylvania. I submit this affidavit in support of my application for admission *pro hac vice* in the above-captioned action.

2. I am an attorney in good standing and licensed to practiced law in the Commonwealth of Pennsylvania where I have practiced for 33 years. A current Certification of

Good Standing from the Pennsylvania Supreme Court is annexed hereto as Exhibit 1. I am not licensed to practice law in any State or District other than the Commonwealth of Pennsylvania.

3. A short curriculum vitae is attached hereto as Exhibit 2.

4. I am fully admitted to practice in the following courts:

The United States Supreme Court (1978)
Pennsylvania Supreme Court (1973)
The US Court of Appeals – First Circuit (2000)
The US Court of Appeals -- Second Circuit (2000)
The US Court of Appeals -- Third Circuit (1982)
The US Court of Appeals – Sixth Circuit (2005)
The US Court of Appeals -- Seventh Circuit (1996)
The US Court of Appeals – Ninth Circuit (1986)
US District Court -- Eastern District of Pennsylvania (1974)
US District Court – Western District of Pennsylvania (1996)
US District Court – Eastern District of Michigan (1995)
US District Court – District of Colorado (2005)
US Court of Federal Claims (1979)

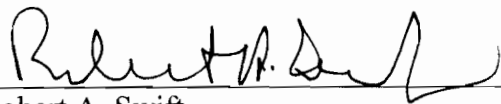
5. I am currently admitted *pro hac vice* in the Southern District of New York in the litigation known as *In re: Ski Train Fire in Kaprun Austria*, MDL No. 1428 and the litigation known as *In re Assicurazioni Generali S.p.A. Holocaust Litigation*, MDL 1374.

6. No disciplinary proceedings are pending against me in any jurisdiction and no discipline previously has been imposed upon me in any jurisdiction.

7. I am personally involved as counsel in the above-captioned appeal and have knowledge of the facts underlying the claims and defenses thereto.

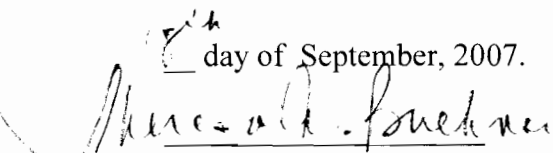
8. I agree to abide by the Rules of this Court in connection with my appearance in the above- captioned litigation.

9. I therefore respectfully request that this Court grant my application for admission *pro hac vice* in this matter.


Robert A. Swift

Sworn to before me this

8th day of September, 2007.


Notary Public

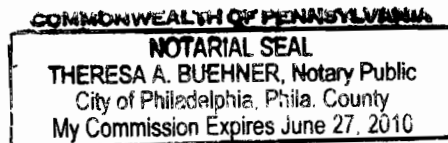


EXHIBIT 1



Supreme Court of Pennsylvania

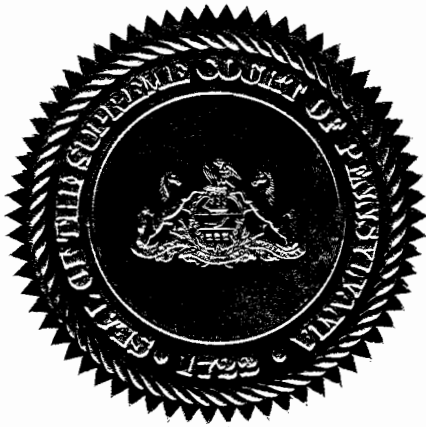
CERTIFICATE OF GOOD STANDING

Robert Alan Swift, Esq.

DATE OF ADMISSION

October 9, 1973

The above named attorney was duly admitted to the bar of the Commonwealth of Pennsylvania, and is now a qualified member in good standing.



Witness my hand and official seal

Dated: September 17, 2007


Patricia A. Johnson
Chief Clerk

ROBERT A. SWIFT

Background: Born 1946. College: **Haverford College**, B.A. 1968. Law School: **New York University School of Law**, J.D. 1973. Admitted: Penna. Bar (1973), US Supreme Court (1978), and numerous Federal, District and Circuit Courts nationally.

Legal concentration: complex civil litigation, including class actions, representing both individuals and corporations. Conducted trials and appeals in state and federal courts throughout the country. Major cases argued: **Pennsylvania v. Union Gas Company**, 491 U.S. 1 (1989); **In re Ferdinand E. Marcos Human Rights Litigation**, 25 F.3d 1467 (9th Cir. 1994); 103 F.3d 767 (9th Cir. 1996); **Murtagh v. County of Berks**, 535 Pa. 50 (1993); **Balazik v. County of Dauphin**, 44_ F.3d 209 (3rd Cir. 1995). Lead or Co-Lead counsel in: **Marcos Human Rights Litigation** (D.HI); **Amino Acid Lysine Litigation** (N.D.IL); **Holocaust Swiss Bank Litigation** (E.D.NY); **European Insurance Holocaust Litigation** (S.D.NY); **German/Austrian Bank Holocaust Litigation** (S.D.N.Y.).

Articles About: "Human Rights Crusader," Nat'l Law J. 5/12/97; "Hitting A Home Run," ABA Litigation Magazine, spring 1997; "The Marcos Loot," Asiaweek 10/13/95; "Winning," Nat'l Law J. 3/13/95; "Taking Tyrants To Court," American Lawyer, Oct. 1991; CBS Evening News, September 2001; Eizenstat, Imperfect Justice (Public Affairs 2003); Authers & Wolfe, The Victim's Fortune (Harper Collins 2002).

Author: Book, "The NLRB and Management Decision Making" (Univ. Pa. 1974). Articles: "Plant Relocation: Catching Up With the Runaway Shop," 14 Bost. Coll.L.Rev. 1135 (1973); "NLRB Overkill: Predictions of Plant Relocation and Closure," 8 Ga.L.Rev. 77 (1974); "In the Eye of the Human Rights Storm," 58 Phila. Bar Assoc. Quart. 38 (1995); "The Financial Underside to the Holocaust Litigation," 20 Card. L.Rev. 521 (Dec. 1998).

Awards: National Law Journal (1995) named one of the 10 best trial attorneys in the country; Finalist, Trial Lawyer of the Year Award given by the Trial Lawyers for Public Justice, (1994, 1995, 1997 and 2000); Finalist, National Law Journal Trial Lawyer of the Year (2000); Phila. Bar Assoc. Human Rights Award (1998); Haverford College Forman Award (1995).

Speaking Engagements: Keynote speaker at “Legal Ethics and the Holocaust”, University of Houston Legal Symposium (September, 2000); United Nations' Task Force on Racism in the Third World (November, 2000); CLE Course on Terrorism (2002). Frequent speaker at colleges and universities including Haverford College; Swarthmore College; Cardozo Law School; New York University School of Law; Temple University Law School.

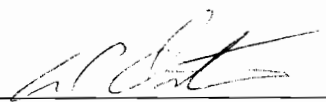
Community Activities: Board of Managers of Haverford College (1993 to present); Chairman, Arthur Ashe Youth Tennis & Education; a charitable organization which provides tennis instruction to 7,500 youth in the Philadelphia region.

CERTIFICATE OF SERVICE

I, Alec P. Ostrow, certify that on the 20th day of September , 2007, I served a true and correct copy of the within Motion for Admission *Pro Hac Vice*, Affidavit, proposed Order, and Affidavit of Robert A. Swift with Exhibits via electronic mail and first class United States mail, postage prepaid, upon the below-listed individual, addressed as follows:

SCHULTE ROTH & ZABEL LLP
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Attorneys for Lionel LLC and Liontech Company

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rraicht@halperinlaw.net
*Attorneys for The Official Committee of
Unsecured Creditors of Lionel L.L.C.*



Alec P. Ostrow (AO-3104)